

IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
ALEXANDRIA DIVISION

STEVEN KNURR, Individually and On Behalf of	)	
All Others Similarly Situated,	)	
	)	
Plaintiffs,	)	
	)	
v.	)	Civil Action No.: 1:16-cv-01031-TSE-MSN
	)	
ORBITAL ATK, INC., et al.,	)	
	)	
Defendants.	)	
	)	

**DECLARATION OF LYLE ROBERTS IN SUPPORT OF  
DEFENDANTS' MOTION TO DISMISS PLAINTIFFS' AMENDED COMPLAINT**

Lyle Roberts makes the following declaration under 28 U.S.C. § 1746:

1. My name is Lyle Roberts, and I am a partner with the law firm of Cooley LLP. I am a member in good standing of the bars of Virginia and the District of Columbia.

2. I submit this Declaration in support of Orbital ATK, Inc. ("Orbital ATK"), David W. Thompson, Garrett E. Pierce, Blake E. Larson, Hollis Thompson and Mark W. DeYoung's Motion to Dismiss Plaintiffs' Complaint, ECF No. 78.

3. I have personal knowledge of the documents attached to this Declaration and I declare that the attached copies are true and correct copies of the documents they purport to be.

4. Attached as **Exhibit 1** to this Declaration is a true and correct copy of excerpts from Orbital ATK's 2016 Form 10-K, filed April 28, 2017.

5. Attached as **Exhibit 2** to this Declaration is a true and correct copy of excerpts from Orbital ATK's 2015 Form 10-K, filed June 1, 2015.

6. Attached as **Exhibit 3** to this Declaration is a true and correct copy of excerpts from Orbital ATK's October 1, 2012 Form 8-K.

7. Attached as **Exhibit 4** to this Declaration is a true and correct copy of Orbital ATK's August 10, 2016 Form 8-K.

8. Attached as **Exhibit 5** to this Declaration is a true and correct copy of excerpts from Orbital ATK's Amended 2015 Form 10-K, filed February 24, 2017.

9. Attached as **Exhibit 6** to this Declaration is a true and correct copy of Orbital ATK's April 29, 2014 Form 8-K.

10. Attached as **Exhibit 7** to this Declaration is a true and correct copy of excerpts from Alliant Techsystems, Inc.'s Form 424B3, filed December 17, 2014.

11. Attached as **Exhibit 8** to this Declaration is a true and correct copy of excerpts from Orbital Sciences Corporation's Schedule 14A, filed December 17, 2014.

12. Attached as **Exhibit 9** to this Declaration is a true and correct copy Orbital ATK's January 27, 2015 Form 8-K.

13. Attached as **Exhibit 10** to this Declaration is a true and correct copy of Orbital ATK's February 9, 2015 Form 8-K.

14. Attached as **Exhibit 11** to this Declaration is a true and correct copy of excerpts from Orbital ATK's 2015 Form 10-KT, filed on March 15, 2016.

15. Attached as **Exhibit 12** to this Declaration is a true and correct copy of a transcript of Orbital ATK's Earnings Call for the Fourth Quarter 2016, held on March 8, 2017.

16. Attached as **Exhibit 13** to this Declaration is a true and correct copy of a transcript of Orbital ATK's Earnings Call for the Second Quarter 2016, held on August 10, 2016.

17. Attached as **Exhibit 14** to this Declaration is a true and correct copy of Orbital ATK's March 2, 2015 Form 8-K.

18. Attached as **Exhibit 15** to this Declaration is a true and correct copy of Orbital ATK's November 3, 2016 Form 8-K.

19. Attached as **Exhibit 16** to this Declaration is a true and correct copy of a transcript of Orbital ATK's Financial Analysts Conference Call, held on November 8, 2016.

20. Attached as **Exhibit 17** to this Declaration is a true and correct copy of excerpts from Orbital ATK's First Quarter 2016 Form 10-Q, filed on April 3, 2017.

21. Attached as **Exhibit 18** to this Declaration is a true and correct copy of a chart summarizing Orbital ATK's historical stock prices.

22. Attached as **Exhibit 19** to this Declaration is a true and correct copy of a *Barclays* Report entitled "A Very Painful Adjustment . . ." dated August 10, 2016.

23. **Exhibit 20** has been omitted pursuant to the Court's decision in *Knurr v Orbital ATK, Inc.*, --- F. Supp. 3d ---, 2017 WL 4286274 at \*2 (E.D. Va. Sept. 26, 2017).

24. Attached as **Exhibit 21** to this Declaration is a true and correct copy of a *Wells Fargo* Report entitled "OA: Upgrading To Outperform As Valuation Gap Discounts Risks An Unusual Value Opportunity Among DoD/NASA Contractors," dated August 23, 2016.

25. Attached as **Exhibit 22** to this Declaration is a true and correct copy of excerpts from Alliant Techsystems Inc.'s 2013 Form 10-K, filed May 22, 2013.

26. Attached as **Exhibit 23** to this Declaration is a true and correct copy of excerpts from Alliant Techsystems Inc.'s 2014 Form 10-K, filed May 23, 2014.

27. **Exhibit 24** has been omitted pursuant to the Court's decision in *Knurr v Orbital ATK, Inc.*, --- F. Supp. 3d ---, 2017 WL 4286274 at \*2 (E.D. Va. Sept. 26, 2017).

28. Attached as **Exhibit 25** to this Declaration are true and correct copies of Form 4s for David W. Thompson for the period May 28, 2015 to August 9, 2016.

29. Attached as **Exhibit 26** to this Declaration are true and correct copies of a Form 4s for Mark W. DeYoung for the period May 28, 2015 to August 9, 2016.

30. Attached as **Exhibit 27** to this Declaration are true and correct copies of an Orbital ATK Presentation to Investors, dated June 30, 2017.

Dated: October 24, 2017  
Washington, D.C.

By: /s/ Lyle Roberts  
Lyle Roberts